

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
FRANCHISE GROUP, INC., et al., ¹)	Case No. 24-12480 (JTD)
)	
Debtors.)	(Joint Administration Requested)
)	

**NOTICE OF APPEARANCE AND
DEMAND FOR SERVICE OF NOTICES AND PAPERS**

PLEASE TAKE NOTICE that the attorneys set forth below hereby appear on behalf of B. Riley Principal Investments, LLC and its affiliates (“**B. Riley**”), in the above-captioned cases, and demand, pursuant to rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and sections 1109(b) and 342 of Title 11 of the United States Code (the “**Bankruptcy Code**”), that all notices given in the above-captioned cases and all papers served or required to be served in the above-captioned cases be given to and served upon the undersigned counsel at the addresses set forth below:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Alexander R. Steiger (No. 7139)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: knight@rlf.com
steele@rlf.com
steiger@rlf.com

PLEASE TAKE FURTHER NOTICE that the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, delivery, telephone, electronic mail or otherwise.

PLEASE TAKE FURTHER NOTICE that this appearance and demand for notice is neither intended as nor is it a consent of B. Riley to the jurisdiction and/or venue of the Bankruptcy Court nor, specifically, but not limited to, a waiver of (i) B. Riley's right to trial by jury in any proceeding so triable herein, or in any case, controversy or proceeding related hereto, (ii) B. Riley's right to have an Article III judge adjudicate in the first instance any case, proceeding, matter or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution, (iii) B. Riley's right to have the reference withdrawn by the District Court in any case, proceeding, matter or controversy subject to mandatory or discretionary withdrawal or (iv) any other rights, claims, actions, defenses, set-offs, or recoupments to which B. Riley is or may be entitled to under any agreement, in law, or in equity, all of which rights, claims, actions, defenses, set-offs, and recoupments B. Riley expressly reserves.

Dated: November 4, 2024
Wilmington, Delaware

/s/ John H. Knight

John H. Knight (No. 3848)
Amanda R. Steele (No. 5530)
Alexander R. Steiger (No. 7139)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: knight@rlf.com
steele@rlf.com
steiger@rlf.com

*Counsel to B. Riley Principal Investments, LLC
and its affiliates*